

Rosenswig McRae Thorpe LLP

Chartered Accountants
Associated worldwide with CPA Associates International, Inc.

Appendix N-1

Michael J. sentswig
Lori Thorpe
David Westerveld
Tony Rosso

March 5, 2014

Board of Directors
Downtown Yonge Business Improvement Area
40 Dundas Street West Suite 300, PO Box 42
Toronto, Ontario
M5B 2C2

Dear Board of Directors:

As part of our annual audit of your financial statements for the year ended December 31, 2013 we wish to report to you on our findings.

We wish to thank M. Garner and the organization's staff for assisting us during the audit. During the audit, it was noted that there were expenditures recorded pertaining to future projects for a total of \$285,000. As these amounts relate to a future period and are not a liability to the organization in 2013, they have been reversed from expenditures. Based on our materiality of \$50,000 there were no additional identified items that have not been adjusted for.

We would like to report to you the following financial reporting matters:

Related party transactions

We have not identified any related party transaction in the course of our audit.

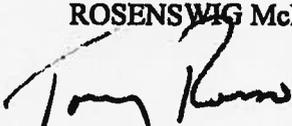
Other matters

We have not noted any significant internal control matters. Though the segregation of duties is important to having a high degree of internal controls, we understand that this may not be feasible due to the limited number of personnel in the accounting and finance areas.

We would be pleased to discuss these items with you in more detail and assist you with any such implementation that you require.

Yours very truly,

ROSENSWIG McRAE THORPE LLP


Tony Rosso
TR/lv